

0100620028

BALL, JANIK & NOVACK  
ATTORNEYS AT LAW  
1101 PENNSYLVANIA AVE. N.W., SUITE 1035  
WASHINGTON, D. C. 20004  
TELEPHONE (202) 638-3307  
TELECOPY (202) 783-6947

101 S.W. MAIN ST., SUITE 1100  
PORTLAND, OREGON 97204 3274  
TELEPHONE (503) 228-2525  
TELECOPY (503) 295-1058

May 9, 1995

Louis E. Gitomer  
Direct Dial: (202)466-6532

19423 + A

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11303.

I. The first document is a **Memorandum of Lease Agreement (SPT 1995-B)**, a primary document, dated as of April 25, 1995. We request that this document be recorded under the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement (SPT 1995-B) are:

Lessor:

State Street Bank and Trust Company of Connecticut, National Association  
225 Franklin Street  
Boston, MA 02110

Lessee:

Southern Pacific Transportation Company  
One Market Plaza  
San Francisco, CA 94105

A description of the equipment covered by the Memorandum of Lease Agreement (SPT 1995-B) consists of 200 General Electric AC4400 CW diesel-electric locomotives numbered SP 100-299, inclusive, and three General Electric AC6000 CW diesel-electric locomotives numbered SP 600-602, inclusive.

Counterparts - [Signature]

Honorable Vernon A. Williams  
May 9, 1995  
Page 2

II. The second document is a **Trust Indenture and Security Agreement (SPT 1995-B)**, a secondary document, dated as of April 25, 1995. We request that this document be recorded under the "A" suffix of the Recordation Number assigned to the Memorandum of Lease Agreement (SPT 1995-B).

The names and addresses of the parties to the Trust Indenture and Security Agreement (SPT 1995-B) are:

Owner Trustee:

State Street Bank and Trust Company of Connecticut, National Association  
225 Franklin Street  
Boston, MA 02110

Indenture Trustee:

The First National Bank of Boston  
Blue Hills Office Park  
150 Royall Street  
Canton, MA 02021

A description of the equipment covered by the Trust Indenture and Security Agreement (SPT 1995-B) consists 200 General Electric AC4400 CW diesel-electric locomotives numbered SP 100-299, inclusive, and three General Electric AC6000 CW diesel-electric locomotives numbered SP 600-602, inclusive.

A fee of \$42.00 is enclosed. Please return one original of each document to:

Louis E. Gitomer  
Of Counsel  
Ball, Janik & Novack  
Suite 1035  
1101 Pennsylvania Avenue, N.W.  
Washington, DC 20004

A short summary of the documents to appear in the index follows: (1) a Memorandum of Lease Agreement (SPT 1995-B) between State Street Bank and Trust Company of Connecticut, National Association, 225 Franklin Street, Boston, MA 02110, and

BALL, JANIK & NOVACK

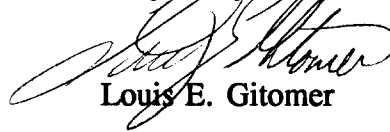
Honorable Vernon A. Williams

May 9, 1995

Page 3

Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105; and (2) a Trust Indenture and Security Agreement (SPT 1995-B) between State Street Bank and Trust Company of Connecticut, National Association, 225 Franklin Street, Boston, MA 02110, and The First National Bank of Boston, Blue Hills Office Park, 150 Royall Street, Canton, MA 02021, both covering 200 General Electric AC4400 CW diesel-electric locomotives numbered SP 100-299, inclusive, and three General Electric AC6000 CW diesel-electric locomotives numbered SP 600-602, inclusive.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

---

19403

MEMORANDUM OF LEASE AGREEMENT

SPT 1995-B

dated as of April 25, 1995

between

SOUTHERN PACIFIC TRANSPORTATION COMPANY,

as the Lessee,

and

STATE STREET BANK AND TRUST COMPANY,

not in its individual capacity  
except as otherwise expressly provided herein,  
but solely as Owner Trustee,

as the Lessor

---

FILED WITH THE INTERSTATE COMMERCE COMMISSION  
PURSUANT TO 49 U.S.C. § 11303  
on May \_\_, 1995 at \_\_\_\_\_.m.

MEMORANDUM OF LEASE AGREEMENT

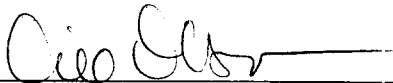
THIS MEMORANDUM OF LEASE AGREEMENT is dated as of April 25, 1995 by and between STATE STREET BANK AND TRUST COMPANY, a Massachusetts trust company ("State Street"), not in its individual capacity except as otherwise expressly provided, but solely as Owner Trustee under a Trust Agreement, dated as of April 25, 1995 between General Electric Capital Corporation, a New York corporation, and State Street (the "Lessor"), and SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation (the "Lessee"), with reference to the following:

1. The Lessor has agreed to purchase and lease to the Lessee, and the Lessee has agreed to lease from the Lessor, up to 200 General Electric AC4400 CW Diesel-Electric Freight Locomotives numbered SP 100 through SP 299 inclusive and up to 3 General Electric AC6000 CW Diesel-Electric Freight Locomotives numbered SP 600 through SP 602 inclusive, described in the Lease of Railroad Equipment and in the Lease Supplements to be executed and delivered by the Lessor and the Lessee from time to time, all pursuant to that certain Lease of Railroad Equipment (SPT 1995-B), dated as of April 25, 1995 (the "Lease"), between the Lessor and the Lessee;
2. The Lease shall be effective as of the date of the Debt Closing Date (as defined in the Lease) and shall be subject to the Lease Term, as defined therein.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

STATE STREET BANK AND TRUST COMPANY,  
not in its individual capacity, except as  
otherwise expressly provided herein, but  
solely as Owner Trustee,

By:   
Name: \_\_\_\_\_  
Title: 

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

SPT 1995-B

COMMONWEALTH OF MASSACHUSETTS )

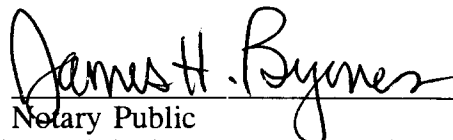
)

ss:

COUNTY OF SUFFOLK )

)

On this 25<sup>th</sup> day of April, 1995, before me personally appeared JILL OLSON, to me personally known, who, by me being duly sworn, says that he is a **ASSISTANT VICE PRESIDENT** STATE STREET BANK AND TRUST COMPANY, and that the foregoing instrument was signed on such day on behalf of said bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

  
Notary Public

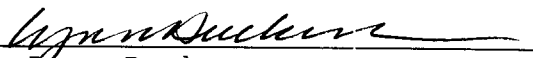
My Commission Expires January 24, 1997

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

STATE STREET BANK AND TRUST COMPANY,  
not in its individual capacity, except as  
otherwise expressly provided herein, but  
solely as Owner Trustee,

By: \_\_\_\_\_  
Name:  
Title:

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By:   
Name: Lynn Ducken  
Title: Treasurer

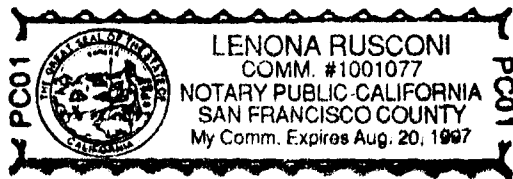


SPT 1995-B

State of California        )  
                                  )  
County of San Francisco    )        ss:

On April 25, 1995, before me, Lenona Rusconi, Notary Public, personally appeared Lynn Ducken, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Lenona Rusconi